

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ

In the Name of Allah, the Infinitely Compassionate, the Most Merciful.

Constitution and Bylaws



Imam al-Asr Masjid

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CHAPTER I: Constitution

ARTICLE I: Organization Name

The name of the organization shall be the Imam-e Asr Islamic Seminary, Inc (hereinafter “the Seminary”). It shall also be known as “Imam al-Asr Masjid.” The Seminary shall be located at such a location within the northern Virginia area as the Board of Trustees may determine from time to time. The organization may have such other offices in other areas as may be designated by the Board of Trustees. The Seminary will have a central office to maintain the records and to implement the decisions and policies of the Board of Trustees regarding the Seminary.

ARTICLE II: Incorporation

Section 1: The Seminary is incorporated under the laws of the state of Virginia and shall have the structure, powers, and functions of a non-profit charitable religious educational corporation as delineated under Virginia statutes. When the need arises, the Seminary will be registered or incorporated in other States as well.

Section 2: The Seminary shall have a corporate seal, which shall include the name of the corporation.

Section 3: The general management of the Seminary and the ownership of all its properties shall be vested in the Board of Trustees. The Board of Trustees shall have the same duties and powers as the directors of a duly incorporated organization.

ARTICLE III: Rules

The following rules shall conclusively bind the corporation and all persons acting for or on its behalf.

Section 1: All organs of the Seminary shall function according to the Islamic Ja`fari Ithna Ashari faith and under the direct guidance and supervision of the Ja`fari Ithna Ashari Alim or Alimah (Islamic scholar), who shall also act as the President of the Seminary.

Section 2: No part of the net earnings of the Seminary shall inure to the benefit of, or be distributed to its members, trustees, officers, ulama' (scholars), or other private persons except that the Seminary shall be authorized and empowered to pay reasonable prevailing compensation for services rendered and to make payment and distribution in furtherance of the purposes set forth herein.

Section 3:

- A. The purposes for which the Imam-e Asr Islamic Seminary Inc. is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section

501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue Law.

- B. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- C. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code or corresponding section of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE IV: Aims and Objectives

By providing Islamic education and by fostering a strong Islamic identity, beliefs, morals and ethics, the Seminary aims to achieve excellence in spiritual, and physical well-being for its members. To achieve these goals, the Seminary shall pursue specific educational, religious, social, and cultural aims and objectives, including the following:

- 1. To provide a comprehensive Islamic education and teach the religion of Islam as revealed in the Qur'an and taught by the Prophet Muhammad (s) and his household (Ahl al-Bayt) (as).
- 2. To propagate the religion of Islam by conducting majalis al-` azaa (mourning ceremonies) and all other religious functions regularly on a weekly basis as well as on specific occasions throughout the year.
- 3. To publish a newsletter, and to give sermons on different subjects, in order to promote religious, educational, social, and cultural aspects of Islam.
- 4. To coordinate religious, social, cultural and educational activities with other Muslim and religious organizations having similar aims and objectives.
- 5. To establish and maintain Imam al-Asr Masjid in the Northern Virginia/ Washington Metropolitan Area for the purpose of carrying out the above aims and objectives.

ARTICLE V: Limitation of Trustees' Liability

Section 1: No member or trustee of the Seminary shall personally or otherwise be liable for any debt, liabilities or other obligation of the Seminary unless one is engaged in fraud or embezzlement of the funds or the properties of the Seminary.

Section 2: All office holders of the Seminary shall perform their duties and shall act selflessly for and on behalf of the Seminary. To the extent permitted by law, each Trustee now or hereafter serving the Seminary, and the respective heirs, executors and the administrators of each of them

shall be indemnified by the Seminary against all costs, judgments, or liabilities, including attorney fees, reasonably incurred or imposed upon him or her in connection with any action, suit, or proceeding, civil or criminal, in which he or she is or may be made a party by reason of his or her having been such officer of the Seminary. Such indemnification shall be made with respect to adjudication other than on the merits and shall extend to settlements and compromises. The Seminary may carry a liability policy to cover such costs.

However when any member, any official, or any other employee is expelled by the Board of Trustees from the Seminary because of any disciplinary reason, the cost of his or her court actions against the Seminary or against the Board of Trustees will not be covered by the Seminary.

ARTICLE VI: Amendments

These articles of the constitution as well as the articles of the by-laws may be amended and/or new articles may be adopted in the following manner, provided that such articles are consistent with the provisions of Federal and State laws, as well as with the rules, aims, and objectives of the Seminary. An amendment shall be adopted only when both the Board of Trustees and the membership approve it, each by two-third majority votes.

Section 1: A duly-proposed amendment may be initiated by any of the following: two-third votes of the Board of Trustees or by a petition submitted to the Board of Trustees with the valid signatures of not less than forty percent of the active vote eligible members of the Seminary.

Section 2: The Board of Trustees must approve or reject the duly proposed amendment by the membership within three months of its receipt by the Board. Within ninety days after the Board of Trustees approves the proposed amendment, the amendment shall be put for voting to the membership. The Secretary, in mailing the ballots, shall specify the dates within which all ballots must be received in order to be counted. If two thirds of the valid votes received are in favor of the proposed amendment, the proposed amendment shall be adopted.

ARTICLE VII: Dissolution

The Seminary shall be dissolved if a two-third majority of the active members and the two-third majority of the Board of Trustees decide to take that action in a special separate meeting specifically called for that purpose. Upon the dissolution of the Seminary, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the Seminary, dispose of all the assets of the Seminary exclusively for the purposes of the Seminary in such a manner or to such Ja`fari Ithna Ashari Islamic organization or organizations, organized and operated exclusively for educational, religious, charitable purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purpose. Any assets not disposed of shall be disposed of by the appropriate court of the county in which the principal office of the Seminary is located, exclusively for such purposes or to such tax exempt Islamic,

Ja`fari Ithna Ashari organization as the said court shall determine, which are organized and operated for such purposes under United States Internal Revenue Code of 1986 Section 501(c)(3) and 170(c)(2).

CHAPTER II: By-laws

ARTICLE I: Membership

Section 1: Qualifications

Any adult at least eighteen years old who is a practicing Ja`fari Ithna Ashari Muslim, citizen or legal resident of the United States, irrespective of race, color, sex, or national origin can apply to become a member of the Seminary. By applying for membership of the Seminary, the applicant is demonstrating his or her willingness to sincerely abide by the Islamic Ja`fari faith and also by the Seminary constitution, all its by-laws, rules and regulations, and to help the Seminary in achieving all of its noble aims and objectives.

Section 2: Categories of Membership

Membership in the Seminary shall consist of the following categories:

1. **Lifetime Members:** Lifetime members are those members who pay the prescribed lifetime membership dues established by the Trustees.
2. **Active Annual Members:** The regular active membership is on an annual basis only. New members have to pay the dues for the entire calendar year, one month before they can vote, while established members may pay the prescribed dues each year either monthly, quarterly, or annually.
One month after being accepted as a new member, all new members may vote on every matter presented to them by the Board of Trustees for decision, and they may serve on committees as established by the Board of Trustees. After the year 2001, all new members shall have a one-year waiting period before they will be eligible for election to the post of Trustee.
3. **Student Members:** Full-time students of any educational institution can apply for honorary membership. Honorary members are not entitled to vote or hold office, although they can attend the annual meetings and serve on the committees established by the Board of Trustees. The yearly dues for honorary members shall be 50% that of the active annual members.

Section 3: Duties of Membership

It shall be the duty of each member of the Seminary to abide by all the by-laws, rules and regulations of the Seminary and to keep on file with the central office an official address to which notices and other communications of the Seminary may be sent. The mailing of a notice to this address shall be the extent of the Seminary's responsibility.

Section 4: Fees, Dues, and Assessment

All members shall pay initiation fees, annual dues, and special assessments as determined by the Board of Trustees. In special situations the Board of Trustees, because of the individual's financial difficulties, may substantially reduce the annual membership dues for any particular family or individual for any category of membership, for a period of one year.

Section 5: General Application Procedures

Action on all applications for membership will be conducted in a timely manner by the Board of Trustees, but may be postponed for further information until applications are complete. The applicants shall be notified by the secretary of the Board of Trustees of action on admission to membership. The Board may deny membership for any reason to any applicant.

Section 6: Voting by Proxy

At any meeting of the members, whether regular or special, every active member who is entitled to vote, may vote by properly-executed proxy in writing by the member or by his/her duly-authorized attorney in fact.

Section 7: Termination of Membership

- A. **Delinquency:** All members required by these by-laws to pay dues and/or assessments, shall become delinquent and unable to vote upon failure to pay such dues or other fees or assessments within three months of their initial due's notification. If the dues and/or assessments are not paid within six months after the notice has been given then the delinquent members shall be deprived of all the privileges of membership.
- B. **Discipline:** The Board of Trustees may terminate, suspend, or otherwise restrict the membership of any Seminary member or any of its officers any time during the year, if two-thirds of the Board of Trustees find that the conduct of the member in question has been in knowing violation of the Constitution, the by-laws, rules or regulations adopted by the Seminary or has been otherwise prejudicial to the best interest of the Seminary. Without limiting the generality of the foregoing, the following shall be considered to be examples of conduct or conclusive evidence of conduct that is prejudicial to the best interests of the Seminary and therefore subject to disciplinary actions:
 1. The person shall be removed of membership if he or she is convicted of moral turpitude unacceptable by the Islamic shari`ah or is judged mentally nonfunctional on a chronic bases, or has ceased to be a follower of the Ithna Ashari Muslim faith.
 2. Conviction of improper financial dealings involving the funds of the Seminary.
 3. Grossly immoral, dishonorable, or un-Islamic conduct.
 4. Failure or refusal to cooperate reasonably with an investigation by the Seminary of a disciplinary matter.
 5. Participating in communications to the public that convey false, untrue, deceptive, or misleading information regarding the Seminary through statements,

testimonials, photographs, graphics, or other means, or that omit material information without which the communication would be deceptive.

- C. **Resignation:** Notification of resignation shall be submitted in writing for action to the Board of Trustees. A member's resignation shall not relieve the member of any dues or special assessments owed at the time of the member's resignation. All privileges of a member shall terminate upon the acceptance of the resignation by the Board of Trustees.
- D. **Reinstatement:** Those Members terminated solely for delinquency reasons shall be reinstated upon payment of arrears in dues, fees, and assessments. Privileges of membership shall be restored upon reinstatement. Members terminated or expelled by the Board of Trustees from the membership of the Seminary because of any reason cannot hold any office in the Seminary for a period of five years.

ARTICLE II: Committees and the Board of Advisors

Section 1: Committee Appointment: The president of the Board of Trustees, after consultation with the Board, shall appoint committees to address specific areas and needs of the Seminary and the Masjid. The Board of Trustees shall determine the size and the term limits of the committees. While recommending the chairperson and the members for each committee, the president shall consider sufficient expertise with the issues charged to the committees and adequate numbers of members to conduct the business of the committee effectively. Committee appointments shall be for a period of one to three years. The term of each committee shall expire with the election of a new president who will appoint new committees after taking office.

Section 2: Provisional Committees

Provisional committees may be appointed by the President or by the executive committee of the Board of Trustees when and as it becomes necessary to address a specific objective that is not included in the directive of existing committees, or to advise the Board in general. The provisional committees shall be appointed for a period of one to two years.

Section 3: The standing Committees of the Seminary and Imam al-Asr Masjid

In order to serve its members and community in the best possible manner, the Seminary and the Masjid can appoint the following standing Committees.

1. Executive Committee of the Board of Trustees
2. Board of Advisors
3. Islamic Education and Library Committee
4. Programming/Azadari Committee (for Majalis and other religious functions)
5. Community Advancement and Human Services Committee
6. Medical Education Committee

7. Youth Committee
8. Building and Maintenance Committee
9. Funeral Committee
10. Communication and Public Relations Committee

The President of the Board of Trustees shall appoint a chairperson or coordinator of each committee. The chairperson, in consultation with the President of the Board, will select additional members for his or her Committee.

Each committee will perform its specific functions and will work within the guidelines established by the committee for itself in consultation with the Board of Trustees. Each committee will inform the Board of Trustees of the time frame within which the plans and the decisions of the committee will be implemented, the approximate cost of the recommended plan and how the funds for the implementation of the plan will be raised. Each committee will execute its plans only after the Board of Trustees' acceptance of its recommendations.

Each committee will consist of three to seven Seminary members, unless otherwise specified by the Board of Trustees, and will make its decision by simple majority vote. The chairperson of the committee will have one additional vote in the case of a tie. Fifty percent of the committee's members when attending a meeting will constitute a quorum. Each committee will hold its meetings at least once in every three months, will have a written agenda for the meeting, and will keep minutes of its meetings. Within a week after the meeting, signed copies of the minutes will be forwarded to the secretary and the president of the Board of Trustees for review and final recommendations.

Article III: Officers of the Seminary (Executive Committee of the Board of the Trustees)

Section 1: Officers

The officers of the Seminary shall consist of the following:

1. President
2. Vice President
3. Secretary or Executive Director
4. Treasurer
5. Member(s) at Large

Section 2: President

The president of the Seminary shall be an Alim or an Alimah and shall be elected by the Board of Trustees every ten years from among themselves by a two-third majority vote and shall act as the leader of the Seminary in all its affairs. The president shall preside at all the meetings of the Seminary general membership, the Seminary Board of Trustees meetings, and the Seminary Executive Committee meetings. In addition, the president shall perform all duties incident to the office of the president as well as set all the policies and guidelines and will make decisions for the smooth and effective functioning of the Seminary. Any or all of the executive decisions made by the president and all his filibusters can be overruled by a two-third majority vote of the Board of Trustees and/or by the Executive Committee. The president shall be a voting member of all the committees of the Board of Trustees and shall countersign minutes of all the meetings. The president shall jointly sign with the vice president or secretary or the treasurer any arrangements or contracts entered on behalf of the Seminary. The president shall also countersign all checks over one hundred dollars.

In the absence of the president, or if the president resigns or is unable to fulfill the duties of the office as determined by a majority vote of the Board of Trustees, the vice president shall take over the duties of the president.

Section 3: Vice President

The vice president shall also be an Alim or Alimah and shall be elected every ten years by the Board of Trustees from among themselves by a two-third majority vote. The vice president shall take office along with the President after the election. The vice president shall assist the president in performing his or her duties. The vice president shall also perform such other duties as may be assigned to him or her by the president.

If the vice president is unable to perform the duties of the office as determined by a majority vote of the Board of Trustees, then a new vice president will be appointed by the Board of Trustees by a two-third majority vote to fill the remaining term of the outgoing vice president.

Section 4: Secretary

The Board of Trustees from among themselves shall elect a secretary for a period of two years. He or she shall, in consultation with the president, prepare the agenda of the meetings, shall send minutes of the meeting to all the members of the Board of Trustees, and shall attend to giving and serving all notices. The secretary shall be responsible for maintaining all the records of the Seminary and Masjid, the list of its current members, for preparing the minutes of the Board meetings, and shall perform such other duties and exercise such other authority as shall be determined by the Board of Trustees or by the president. He or she shall act as Master of Ceremonies in the religious and the annual meetings of the Seminary.

Section 5: Treasurer

The treasurer will be responsible for all the financial aspects of the Seminary and Masjid and will be elected by the Board of Trustees from among themselves for a period of two years. The

treasurer shall have custody of all funds and the securities of the Seminary, shall sign all receipts, vouchers and checks on behalf of the Seminary, and shall keep detailed accounts of assets and debts, of the cash and checks received from the membership and the expenses incurred on behalf of the Seminary. He or she shall also present the audited report of the Seminary and Masjid accounts to the members in the annual meeting of the Seminary.

The duties of the secretary and treasurer may be performed by the same person. If the need arises, these duties may also be performed by the president or vice president.

Section 6: Member(s) at Large

This Board member or members will perform duties as may be assigned by the President of the Board of Trustees. These can include, but are not limited to, coordinating with the committees of the board, ensuring the upkeep and the general maintenance of the Seminary building, and maintenance of the phone, answering machines, the audio/video systems, as well as opening and closing of the Masjid for all its functions.

Section 7: Women's Representation

At least one member of the Board of Trustees will be a woman, whether serving as an officer or a member at large.

Article IV: Board of Trustees

Section 1: The number of the Board of Trustees shall be five, but this number may be increased or decreased as determined from time to time by the Board.

Section 2: The Board of Trustees shall hold in trust all the properties of the Seminary. The duties and the responsibilities of the Board of Trustees shall be those ordinarily performed by a Board of Directors of a non-profit, charitable, religious corporation. These shall include:

1. To transact all business of the Seminary that is required to uphold the constitution and carry out the mission of the organization.
2. To manage and monitor the progress of the Seminary and raise the necessary funds/revenue for the adequate functioning of the Seminary.
3. To manage, control, and conserve the real properties and funds of the Seminary.
4. To fix dues and assessments for members.
5. To adopt rules and regulations for membership in the Seminary in accordance with the by-laws and act on membership applications.
6. To be responsible for and develop mechanisms to carry out planning and policy development for the Seminary.

7. To establish, monitor, and terminate, if indicated, any of the Seminary organizational entities including the editorial board and board of publications, and to make new appointments to such entities in accordance with these bylaws and in accordance with new policies adopted by the Board of Trustees.
8. To appoint members to all standing committees and to approve appointments to provisional committees and to the Board of Advisors.
9. To reflect and present official Seminary policy in public; to represent the Seminary's differing constituencies, and to maintain ongoing relations with other Muslim and non-Muslim religious organizations and the public.
10. To have the authority to remove any member, any officer, any employee of the Seminary or any member of the teaching staff of the Seminary or Masjid for any cause that shall be deemed sufficient in the judgment of the Board of Trustees in accordance with the procedures for the termination of membership set forth previously.
11. To have full power to foster publications and contributions to religious literature in connection with the promotion of the mission and goals of the Seminary.
12. To have the authority to transact all business not otherwise provided for in these bylaws that may pertain to the Seminary or its related properties, and to promulgate such rules and regulations as it deems necessary to carry out the duties and intentions of these bylaws.

Section 3: Meetings of the Board of Trustees

All of the decisions of the Board of Trustees shall be decided by a simple majority vote of those present in the meeting or voting by proxy, unless there is a filibuster by the president or otherwise specified by these bylaws. The Board of Trustees can override the executive order of the president or his filibuster by a two-third majority vote. The president of the Seminary shall designate the time and place of the regular meetings of the Board of Trustees. The Secretary of the Seminary for each regular meeting will give fifteen days prior notice. Special meetings of the Board may be called by the president or upon the written request made to the president by three other members of the Board. The purpose of a special meeting shall be stated with the notice. Notice of any special meeting of the Board of Trustees shall be given at least seven days prior thereto. The notices of the regular and special meetings shall be in writing and shall be delivered to each trustee by any acceptable means of communication. If agreed by the Board of Trustees, then notice of the meetings may also be given verbally over the phone or conveyed through the Internet.

A majority of the Board members and the president, when present, shall constitute a quorum for the properly called meeting of the Board of Trustees for the transaction of Seminary business. The president shall be counted in determining a quorum. Except as may otherwise be provided in the constitution or bylaws, a simple majority vote of the members of the Board of Trustees in attendance at a meeting at which a quorum is present shall be required for Board of Trustees

action. All members of the Board of Trustees shall have the equal right to vote. The President shall have one additional vote in the event of a tie.

Section 4: Action of the Board without a traditional meeting

Any action by the Board may be taken without holding the traditional meeting, if a majority of the Board members consent to its adoption. Any member of the Board of Trustees may participate in a meeting of the Board of Trustees by telephone conference call so that all members may hear each other at the same time. The Board may also hold its meetings through teleconference using other current technologies.

Section 5: Voting by Proxy

At any meeting of the Board of Trustees or at any of its committees' meeting, any member of the Board is entitled to vote by proxy executed in writing by the Trustee or his/her duly authorized attorney in fact. No proxy shall be valid after eleven months from the date of execution unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Trustee executing it except as otherwise provided by law.

Section 6: Resignation

Any member of the Board of Trustees may resign by submitting a letter of resignation to the president or to the secretary/executive director of the Seminary.

Section 7: Executive Committee

There shall be an executive committee of the Board consisting of the president, vice president, the Secretary, and the Treasurer of the Seminary. The committee shall meet periodically to carry out the Board's responsibilities and the business of the Seminary in between the annual meetings of the Board of Trustees and in accordance with the Board of Trustees's policy and to the extent authorized by these bylaws and applicable provisions in the State Law. The duties of the executive committee are to uphold the constitution of the Seminary and perform other duties as prescribed by these bylaws. The president shall preside at all the executive meetings. In his absence, the vice president shall preside at the meeting. Minutes of the meetings of the executive committee shall be kept and shall be circulated to all members of the Board of Trustees. Until otherwise specified in these bylaws, all the decisions of the executive committee will be made by simple majority vote, and the president will have one additional vote in the event of a tie. All actions of the executive committee will be subject to the review and final approval by the Board of Trustees as a whole. If no objection is raised by the committee of the whole within three months, then the decision of the executive committee will be considered as final.

The executive committee shall review the recommendations of all other committees of the Seminary and shall accept or modify those recommendations. A majority of members of the executive committee when present or voting by proxy shall constitute a quorum of the executive committee meeting for the transaction of business. No transaction of business will be done by the executive committee without the presence of the president or that of the vice president.

Section 8: Election of the Board of Trustees

All members of the Board of Trustees shall be elected from among the lifetime or active members of the Seminary by majority vote of the active voting members of the Seminary. At least two members, or about forty percent, of the Board of Trustees elected shall be from among the Ja`fari ulama (Muslim clergy), and these members will be elected every ten years. The remaining trustees shall be elected every two years. All members of the Board of Trustees shall be well-educated, pious (muttaqi), shariah-abiding, active voting members of the Seminary. After being elected, each Trustee will take the oath of office to selflessly serve the Seminary, to uphold and abide by the constitution and by-laws of the Seminary, and to work actively as a team member to achieve all the goals of the Seminary and Masjid. Every board member may stand for re-election four additional consecutive times. The Board of Trustees shall have the authority to refrain from filling a vacancy on the Board for any given period of time, depending upon the needs and the circumstances of the time and subject to the further provision of these bylaws.

Section 9: Procedure for the election of the Board of Trustees

During the election year, a nominating committee consisting of two Board members and appointed by the President shall nominate individuals for the position of Trustee based on their commitment to the Seminary, their knowledge, piety (taqwa), and their other experience. The nominating committee may nominate two additional individuals more than the number of vacancies on the Board of Trustees.

The nominating committee shall present the slate of nominations to the committee of the whole Board or to the executive committee, which shall approve or disapprove, add or delete, any or all of the individuals on the nominating slate. Once scrutinized and approved by the executive committee or the whole Board, the nomination shall be presented to the entire voting membership for voting by ballot within thirty days. The voting shall be complete within thirty days after mailing of the ballots. Those candidates receiving a majority of votes on the due date shall be declared winners one month prior to the annual meeting and shall take office at the beginning of the same. At that time, the term of the outgoing members shall expire. Individuals not scrutinized and recommended by the executive committee shall not qualify to stand for election.

Article V: Annual Meetings of the Members and Special Meetings

Section 1: Annual Meeting of the Members

A general meeting of the members of the Seminary shall be held each year. The Board of Trustees shall determine the time, date and place for this annual meeting, at least two months in advance of the annual meeting. The annual meeting shall be held any time in the third or fourth quarter of every calendar year. The reports on the general and the financial activities of the Seminary will be presented to the membership during the annual meeting.

Section 2: Notice of the Meeting

A written or printed notice in the form of a letter or through any other acceptable means of communication stating the place, day, and hour of the annual business meeting shall be sent to all active members by regular mail or by e-mail, at least one month before the date of the annual meeting. Seminary members may waive notice of any meeting.

Section 3: Agenda of the annual meeting

The executive committee shall prepare the agenda for the annual meeting. Items to be included on the agenda at the signed request of forty active vote-casting members of the Seminary must be submitted to the secretary and the executive director of the Seminary in writing at least fifteen days before the meeting for recommendation and approval by the executive committee. Items which are received from the members to be included in the agenda after the above deadline, or items not recommended by the executive committee, shall not be presented in the annual meeting for consideration or discussion.

Section 4: Quorum

Forty eligible members of the Seminary, including a majority of the members of the Board of Trustees and the president or the vice president, when present shall constitute a quorum for the transaction of business at any annual meeting of the Seminary. In the event that the quorum is lacking, then the Board of Trustees may decide to convert the annual meeting into a regular board meeting and conduct business accordingly.

Section 5: Special meetings of the Seminary members

The Board of Trustees or its executive committee may call a special meeting of the members of the Seminary at such time and place as it may designate. A special meeting may also be called at the written request of forty percent of the active members of the Seminary entitled to vote at such a special meeting. A notice of not less than seven days shall be given to the members prior to the special meeting. Such notice shall specify who called the meeting and the purpose or purposes thereof. No business shall be transacted other than that specified in the notice. A majority of the voting members, as well as a majority of the Trustees including the President or the Vice President, when present will constitute the quorum for the special meeting of the Seminary members.

Article VI: Impeachment of the President of the Board of Trustees

The President of the Board of the Seminary may be impeached (removed) from office at any time because of gross incompetence, mismanagement of the Seminary funds or obvious un-Islamic and immoral conduct by the combined two-third majority votes of the board of trustees and the two third majority votes, including proxy votes, of the general membership in separate special meetings called for such purpose.

Article VII: The Fiscal Year

The fiscal year of the Seminary for budget purposes shall be from January 1st through December 31st of each calendar year. For the purpose of the terms of office of the elected Trustees of the Seminary, the year will be from July 1st through June 30th during the year of election or until the time of the annual meeting. For the purpose of membership, it will start from the beginning of the calendar year.

Article VIII: Contracts, Checks, Deposits, Indemnification and Audits

Section 1: Contracts, Checks, Deposit and Indemnifications

All these acts will be carried out in the official name of the Seminary. Only members of the Executive Committee of the Board of the Seminary are the officials who are entitled to perform these functions on behalf of the Seminary. Unless otherwise specified, in order to be valid, signatures of the president and one other official of the Seminary will be required on these documents.

Section 2: Audits

The accounts of the Seminary and Masjid shall be audited every calendar year. The auditor's report shall be completed one month before the annual meeting and will be presented by the treasurer to the general membership during the meeting.

Article IX: Arbitration and Resolutions of Disputes

Any case, suit or action brought by a member or members or employee of the Seminary against the Seminary or Masjid and its Board of Trustees, or in case of a dispute between members of the Seminary and its Board of Trustees, or in the case of serious dispute between the officials of the Seminary, and if the dispute cannot be resolved mutually between the parties concerned through the Seminary constitution and these by-laws, then a religious court consisting of three Ja`fari ulama (scholars) will be formed that will hear the case under Shar`i oath, from two mu`min (believing) representatives of each party. While remaining within the guidelines given in this constitution and these by-laws, the religious court by simple majority will give a decision soon after hearing the case from each side. The decision of this religious court will be binding on all the parties concerned and shall not be subject to consideration by any outside judicial or arbitration body.

All written grievances/complaints will be promptly taken care of and if not satisfactorily resolved by the Board of Trustees, the case will be presented to the religious court within six months after the written receipt of the complaints.

The above revised Constitution and the by-laws were unanimously approved on Friday, August 31st 2001, in the special meeting of the members of the Imam-e Asr Islamic Seminary Inc.


Syed Sirajul Hassan 8/31/2001

President of the Board of Trustees